



Guide for Termination of Existence of a Virginia Stock Corporation

The method of voluntarily terminating the existence of a Virginia stock corporation depends on the corporation's circumstances. Choose one of the following:

1. If the corporation has issued shares and commenced business, file both				
Articles of dissolution		AND	Articles of termination	
Complete and file form SCC743 or prepare articles that meet the requirements of § 13.1-743 of the Code of Virginia.			Complete and file form SCC750 or prepare articles that meet the requirements of § 13.1-750 of the Code of Virginia.	
Required fee:	Filing fee: \$10.00		Required fee:	Filing Fee: \$10.00
Total required fees:	Total Filing Fees: \$20.00			
2. If the corporation has not issued shares, OR if the corporation has issued shares but not commenced business, file				
Articles of termination by Initial Directors or Incorporators				
A majority of the initial directors or, if there are none, the incorporators must complete and file form SCC751 , or prepare articles that meet the requirements of § 13.1-751 of the Code of Virginia.				
Required fee:	Filing Fee: \$10.00			
File Online Today		Paper Filing		
Visit https://cis.scc.virginia.gov to file articles of dissolution and/or termination of a Virginia Stock Corporation in real time.		Download from https://scc.virginia.gov/pages/Virginia-Stock-Corporations complete, print, and mail or deliver to below address:		
Questions? Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for how-to guides, answers to frequently asked questions, and helpful videos.		State Corporation Commission Courier Delivery Address Clerk's Office 1300 E. Main St, 1 st floor P.O. Box 1197 Richmond, VA 23219 Richmond, VA 23218-1197		
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.		Include a check payable to State Corporation Commission. DO NOT SEND CASH.		

NOTE: A corporation that has wound up its affairs and ceased conducting business, without more, will continue to have legal existence. The corporation will maintain its legal existence, remain active on the Commission's records, remain liable for paying annual registration fees and be responsible for filing annual reports until a certificate of termination of corporate existence has been recorded in the Clerk's Office of the Commission (or the corporation has otherwise ceased to exist due to automatic termination, merger, etc.).

See Forms and Instructions that follow

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Both forms SCC743 and SCC750 follow

Instructions to Form SCC743 - Articles of Dissolution of a Virginia Stock Corporation

Filing Requirements	
Pay all fees and penalties before submitting these articles to the Commission. If these articles are filed and a certificate of dissolution is issued with an effective date on or before the annual registration fee due date, payment of the registration fee for the current year is not required prior to filing the articles.	
Required Fees	Filing Fee: \$10.00
File Online Today	Paper Filing
Visit https://cis.scc.virginia.gov to file articles of dissolution for a Virginia Stock Corporation in real time.	Download from https://scc.virginia.gov/pages/Virginia-Stock-Corporations complete, print, and mail or deliver to below address:
Questions? Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for how-to guides, answers to frequently asked questions, and helpful videos.	State Corporation Commission Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Courier Delivery Address 1300 E. Main St, 1 st floor Richmond, VA 23219
	Include a check payable to State Corporation Commission. DO NOT SEND CASH.

Specific Instructions

Article I Name

State the exact name of the corporation as currently on file with the Commission.

Article II Dissolution Date

State the date the shareholders authorized dissolution of the corporation.

Article III Dissolution Approval

Check the box in part **A** if all the shareholders consented to the dissolution. If the shareholders' consent was less than unanimous, provide the information required in both **(1)** and **(2)** of part **B**. The vote required by law for approval under part **B** is **MORE THAN 2/3** of all votes entitled to be cast on the proposal to dissolve, unless the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast by each voting group entitled to vote at a meeting at which a quorum of the voting group exists.

Signature

The chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation must sign the articles. Include the date, printed name, title, and corporation's SCC ID number below or next to the signature. Providing an entity phone number or email address allows for quicker communication if there is an issue with the filing.

Note

The issuance of a certificate of dissolution by the Commission does not terminate the existence of the corporation. The corporation must also file articles of termination of corporate existence before the Commission can issue a certificate of termination of corporate existence. Until this is done, the corporation remains dissolved but still active on Commission records and remains liable for payment of annual registration fees and for filing of annual reports.

Personal Identification Number (PIN)

File electronically using the entity-specific PIN. For information on resetting the PIN, visit <https://cis.scc.virginia.gov>

Important Information

The articles must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- one-sided
- size 8 1/2" x 11"
- no visible watermarks or background logos
- minimum 1.25" top margin and 0.75" all other sides

Do not include Personally Identifiable Information, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at www.scc.virginia.gov/clk.



Form **SCC743**

(Rev. 08/20)

State Corporation Commission

Articles of Dissolution of a Virginia Stock Corporation

Pursuant to § 13.1-743 of the Code of Virginia, the undersigned, on behalf of the corporation set forth below, states as follows:

Article I The corporation's name:

Article II The dissolution was authorized by the shareholders on _____
(date)

Article III **(Complete either A or B, below, whichever is applicable.)**

A. ☐ The dissolution was authorized by unanimous consent of the shareholders. **(Mark box, if applicable.)**

OR

B. The proposed dissolution was submitted to the shareholders by the board of directors and approved by the shareholders in accordance with the provisions of Chapter 9 of Title 13.1 of the Code of Virginia and **(complete (1) and (2))**:

(1) The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the dissolution were:

Designation	Number of outstanding shares	Number of votes
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_____	_____	_____
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(2) **(Complete either (i) or (ii).)** (i) The total number of votes cast for and against the dissolution by each voting group entitled to vote separately on the dissolution was:

Voting group	Total votes FOR	Total votes AGAINST
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_____	_____	_____
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OR (ii) The total number of undisputed votes cast for the dissolution separately by each voting group was:

Voting group	Total number of undisputed votes
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_____	_____
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(3) The number cast for dissolution by each voting group was sufficient for approval by that voting group.

Signature

Signature

Date

Tel. # (optional)

Printed Name

Title

Email Address (optional)

Corporation's SCC ID #

Business Tel. # (optional)

Business Email Address (optional)

Provide a name and mailing address for sending correspondence regarding the filing of this document (if left blank, correspondence will be sent to the registered agent at the registered office):

Name

Address

Required Fee: \$10.00

Instructions to Form SCC750 – Articles of Termination of Existence of a Virginia Stock Corporation

Filing Requirements			
Pay all fees and penalties before submitting these articles to the Commission. If these articles are filed and a certificate of termination is issued with an effective date on or before the annual registration fee due date, payment of the registration fee for the current year is not required.			
Required Fees	Filing Fee: \$10.00		
File Online Today	Paper Filing		
Visit https://cis.scc.virginia.gov to file articles of termination for a Virginia Stock Corporation in real time.	Download from https://scc.virginia.gov/pages/Virginia-Stock-Corporations complete, print, and mail or deliver to below address:		
Questions? Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for how-to guides, answers to frequently asked questions, and helpful videos.	<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> State Corporation Commission Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197 </td> <td style="width: 50%; vertical-align: top;"> Courier Delivery Address 1300 E. Main St, 1st floor Richmond, VA 23219 </td> </tr> </table>	State Corporation Commission Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197	Courier Delivery Address 1300 E. Main St, 1 st floor Richmond, VA 23219
State Corporation Commission Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197	Courier Delivery Address 1300 E. Main St, 1 st floor Richmond, VA 23219		
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Include a check payable to State Corporation Commission. DO NOT SEND CASH.		

Specific Instructions

Article I Name

State the exact name of the corporation as currently on file with the Commission.

Article II Distribution of Assets

The corporation must rid itself of all of its assets by paying claims, liquidating dividends, or assigning to a trustee or trustees for the benefit of claimants or shareholders, in order to file these articles.

If the corporation cannot find any person entitled to a share of the assets, the corporation can pay that share to the State Treasurer as abandoned property.

Article III Voluntary Dissolution

The corporation must have dissolved voluntarily by filing articles of dissolution, and the dissolution must not have been revoked.

Signature

The chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation must sign the articles. Include the date, printed name, title, and corporation's SCC ID number below or next to the signature. Providing an entity phone number or email address allows for quicker communication if there is an issue with the filing.

Personal Identification Number (PIN)

File electronically using the entity-specific PIN. For information on resetting the PIN, visit <https://cis.scc.virginia.gov>

Important Information

The articles must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- one-sided
- size 8 1/2" x 11"
- no visible watermarks or background logos
- minimum 1.25" top margin and 0.75" all other sides

Do not include Personally Identifiable Information, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at www.scc.virginia.gov/clk.



State Corporation
Commission

Form
SCC750
(Rev. 08/20)

Articles of Termination of Existence of a Virginia Stock Corporation

Pursuant to § 13.1-750 of the Code of Virginia, the undersigned, on behalf of the corporation set forth below, states as follows:

Article I The corporation's name:

Article II All the assets of the corporation have been distributed to its creditors and shareholders.

Article III The dissolution of the corporation has not been revoked.

Article IV The corporation certifies that it has filed returns and has paid all state taxes to the time of
filing these articles.

Signature

The person signing these articles certifies the statements in Articles II, III and IV (and all other information placed on this form) to be true, under penalty of la

Signature

Date

Tel. # (optional)

Printed Name

Title

Email Address (optional)

Corporation's SCC ID #

Entity Tel. # (optional)

Entity Email Address (optional)

Provide a name and mailing address for sending correspondence regarding the filing of this document (if left blank, correspondence will be sent to the registered agent at the registered office):

Name

Address

Required Fee: \$10.00